

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC  
RECORDING CORPORATION; ARISTA  
MUSIC, fka BMG MUSIC; CAPITOL  
RECORDS, INC.; ELEKTRA  
ENTERTAINMENT GROUP INC.;  
INTERSCOPE RECORDS; LAFACE  
RECORDS LLC; MOTOWN RECORD  
COMPANY, L.P.; PRIORITY RECORDS LLC;  
SONY MUSIC ENTERTAINMENT, fka SONY  
BMG MUSIC ENTERTAINMENT; UMG  
RECORDINGS, INC.; VIRGIN RECORDS  
AMERICA, INC.; and WARNER BROS.  
RECORDS INC.,

Plaintiffs,

v.

LIME GROUP LLC; LIME WIRE LLC; MARK  
GORTON; GREG BILDSON; and M.J.G. LIME  
WIRE FAMILY LIMITED PARTNERSHIP,

Defendants.

ECF Case

06 CV 5936 (KMW)

**DECLARATION OF PAUL W. HORAN IN SUPPORT OF DEFENDANTS' RESPONSE  
TO NON-PARTY GOOGLE, INC.'S OBJECTIONS TO MAGISTRATE JUDGE  
FREEMAN'S JANUARY 31, 2011 ORDER COMPELLING THE PRODUCTION OF  
INTERNAL AND EXTERNAL COMMUNICATIONS.**

I, Paul W. Horan, declare as follows:

1. I am a member of the bar of this court and an attorney with the law firm of Willkie Farr & Gallagher LLP. This law firm represents Lime Group LLC, Lime Wire LLC, Mark Gorton, and M.J.G. Lime Wire Family Limited Partnership (collectively, "Defendants") in the above-captioned action.

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2. I have personal knowledge of the facts set forth below. I submit this Declaration in support of Defendants' Response to Non-Party Google, Inc.'s Objections to Magistrate Judge Freeman's January 31, 2011 Order Compelling the Production of Internal and External Communications.

3. A true and correct copy of the subpoena served on Google, Inc. ("Google") dated September 23, 2010 by Defendants (the "Subpoena") is attached hereto as Exhibit A.

4. A true and correct copy of an e-mail dated October 18, 2010 sent by me to Google's in-house counsel is attached hereto as Exhibit B.

5. A true and correct copy of Google's objections to the Subpoena dated October 5, 2010 is attached hereto as Exhibit C.

6. A true and correct copy of Defendants' December 10, 2010 motion to compel (the "Motion") Google to produce documents, with exhibits, is attached hereto as Exhibit D.

7. A true and correct copy of a Google's January 6, 2011 letter in opposition to the Motion, with exhibits, is attached hereto as Exhibit E.

8. A true and correct copy of Defendants' January 14, 2011 letter in support of the Motion, with exhibits, is attached hereto as Exhibit F.

9. A true and correct copy of Defendant's January 14, 2011 supplemental letter in further support of the their subpoenas served on non-parties, with exhibits, is attached hereto as Exhibit G.

10. A true and correct copy of an e-mail dated February 2, 2011 sent by me to counsel to Google is attached hereto as Exhibit H.

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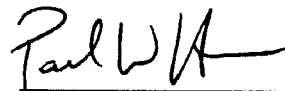
11. A true and correct copy of an e-mail dated February 4, 2011 sent by counsel to Google to me is attached hereto as Exhibit I.

12. A true and correct copy of an e-mail dated February 7, 2011 sent by me to counsel to Google is attached hereto as Exhibit J.

13. A true and correct copy of an Order from the United State District Court for the Central District of California dated January 19, 2011 is attached hereto as Exhibit K.

14. I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge and belief.

February 24, 2011 in New York, NY

  
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Paul W. Horan